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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	
)	
EASY STREET HOLDING, LLC, <i>et al.</i> ,)	Bankruptcy Case No. 09-29905
)	Jointly Administered with Cases
Debtors.)	09-29907 and 09-29908
)	
Address: 201 Heber Avenue)	Chapter 11
Park City, UT 84060)	
)	Honorable R. Kimball Mosier
Tax ID Numbers:)	
35-2183713 (Easy Street Holding, LLC),)	[FILED ELECTRONICALLY]
20-4502979 (Easy Street Partners, LLC), and)	
84-1685764 (Easy Street Mezzanine, LLC))	

**THIRD EXTENSION OF CERTAIN DEADLINES OF STIPULATION AUTHORIZING
USE OF CASH COLLATERAL PURSUANT TO 11 U.S.C. § 363 AND
GRANTING ADEQUATE PROTECTION TO WESTLB, AG**

This Third Extension of Certain Deadlines of Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Adequate Protection to WestLB, AG (this “Third Extension”) is entered into by and between Easy Street¹ and WestLB through their counsel of record, with reference to the following facts:

RECITALS

A. Easy Street, together with Easy Street Holding, LLC and Easy Street Mezzanine, LLC, are debtors in possession, having filed voluntary Chapter 11 petitions on September 14, 2009;

B. Easy Street owns and operates certain real property and improvements and related facilities in Park City, Utah commonly known as the Sky Lodge Private Residence Club and Hotel;

C. On or about October 9, 2009, Easy Street and WestLB filed the Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Adequate Protection to WestLB, AG [Docket No. 84], as amended by that certain Amendment to Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Adequate Protection to WestLB, AG – Amended Exhibit C (Bank Accounts) filed on or about October 13, 2009 (as may have been or may be amended, modified, and extended from time to time, the “Stipulation”) [Docket No. 91];

D. On or about October 14, 2009, the Court entered its Order on Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Adequate Protection to WestLB, AG (the “Original Cash Collateral Order”) [Docket No. 95]. The Original

¹ Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Stipulation (as defined herein) and the Loan Documents.

Cash Collateral Order and the Stipulation reflect certain terms, as stipulated by the parties, regarding the use of Cash Collateral;

E. In the course of implementing the Stipulation, WestLB and Easy Street informally agreed to certain new or different terms governing the use of Cash Collateral and on or about November 25, 2009, filed the Joint Motion to Approve Amendments to Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Additional Adequate Protection to WestLB, AG (the “Amendment”) [Docket No. 172] to formally incorporate such terms into the Stipulation;

F. On or about December 11, 2009, Jacobsen National Group (“Jacobsen”) filed its “Jacobsen National Group’s Protective, Conditional, and Limited Response to Joint Motion to Approve Amendments to Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Additional Adequate Protection to WestLB, AG” (the “Jacobsen Objection”) [Docket No. 210] in response to Easy Street and WestLB’s Amendment, in which Jacobsen proposed (and which Easy Street and WestLB agreed to in the December 14, 2009 hearing), among other things, preservation of the \$1.7 Million to remain in a segregated account with either Wells Fargo or its successor bank. On or about December 15, 2009, the Court entered its Order on Joint Motion to Approve Amendment to Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Adequate Protection to WestLB, AG (the “Amendment Approval Order”) [Docket No. 219], which approved in part and continued in part the Amendment, and set a hearing on consideration of the \$1.7 Million Set Aside for January 19, 2010. On or about January 26, 2010, the Court entered the Order Modifying Order entered December 15, 2009 on Joint Motion to Approve Amendments to Stipulation (the “Modified”

Amendment Approval Order”) [Docket No. 272], modifying the Amendment Approval Order, which reduced the amount of the \$1.7 Million Set Aside from \$1.7 million to \$600,000;

G. On or about January 7, 2010, the Court entered the Order on Extension of Certain Deadlines of Stipulation (the “Order on Extension”) [Docket No. 244], approving the Extension of Certain Deadlines filed on December 27, 2009 (the “Extension”) [Docket No. 234], extending certain deadlines, including Easy Street’s use of Cash Collateral through April 30, 2010;

H. On or about May 12, 2010, the Court entered the Order on Second Extension of Certain Deadlines to Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. 363 and Granting Adequate Protection to WestLB, AG (the “Second Order on Extension”) [Docket No. 474], approving the Second Extension of Deadlines filed on April 29, 2010 (the “Second Extension”) [Docket No. 457] and resolving the Limited Objection to the Second Extension filed on May 4, 2010 by Jacobsen National Group, Inc. (the “Jacobsen Limited Objection”) [Docket No. 462];

I. This Third Extension contemplates the following: (i) extension of certain deadlines to June 30, 2010; and (ii) the proposed June 2010 budget; and

J. In consideration of the foregoing promises and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Easy Street and WestLB hereby covenant and agree to the following extensions and related modifications to be effective as of June 1, 2010:

1. Extension of Deadlines. The Parties have agreed to extend certain deadlines, among other things, contained in the Stipulation such that the Stipulation will continue to be in full force and effect up to and through June 30, 2010. The expiration for consensual use

of the Cash Collateral will be extended by replacing “May 31, 2010” in the fourth (4th) line of Paragraph 15² with “June 30, 2010” and by replacing “May 31, 2010” in the third (3rd) line of Paragraph 32 with “June 30, 2010”.

2. Updating Budgets. The Stipulation is hereby amended by the addition of Exhibit A-1 to read as set forth on Annex I attached hereto, which shall constitute the budget for use of Cash Collateral from June 1, 2010 through June 30, 2010.

3. Copies. Any communications, reports, budgets, or other reporting obligations that Easy Street is required to send to WestLB under the Stipulation or Loan Documents shall be copied to WestLB’s counsel, Richard W. Havel, at rhavel@sidley.com.

4. Reservation of Rights. This Third Extension shall not be deemed to be a consent to any waiver of any Events of Default or Termination Event. At any time WestLB and its representatives shall be entitled to exercise any or all of their remedies under the Stipulation and Loan Documents as a result of the arising or occurrence of an Event of Default or Termination Event.

5. Previous Agreements. Notwithstanding any changes to the Stipulation effected by this Third Extension and by order of the Court approving this Third Extension (the “Third Extension Approval Order”), the Original Cash Collateral Order shall remain in full force and effect, except as otherwise amended by prior amendments, extensions and approval orders effectuating any amendments and/or extensions.

² All paragraph and other section references are to the Stipulation.

6. Counterparts. This Third Extension may be executed in any number of counterparts, each of which when executed and delivered shall be deemed to be an original, and all such counterparts together shall constitute one and the same instrument.

WHEREFORE, Easy Street and WestLB, by and through the signatures of their counsel below, hereby so stipulate by and between themselves as set forth herein on the date set forth below and respectfully request that the Court enter the Third Extension Approval Order approving and effectuating their mutual agreements as set forth herein.

DATED this 28th day of May, 2010.

DORSEY & WHITNEY LLP

/s/ Benjamin J. Kotter

Annette W. Jarvis

Peggy Hunt

Benjamin J. Kotter

Richard W. Havel

SIDLEY & AUSTIN LLP

Attorneys for WestLB, AG

DATED this 28th day of May, 2010

DURHAM JONES & PINEGAR, P.C.

/s/ Kenneth L. Cannon II

Kenneth L. Cannon II

Steven J. McCardell

Michael V. Blumenthal

CROWELL & MORING, LLP

Attorneys for Debtors and Debtors in Possession

ANNEX I

EXHIBIT A-1

Updated Budget

Exhibit A-1
To Cash Collateral
Stipulation for June 2010

Easy Street Partners
June 2010 Budget
Consolidated

Operating Statistics	Jun-10
Hotel Occupancy	55.60%
Transient Occupancy	48.70%
Owner Occupancy	6.90%
Room Nights Occupied	550
ADR	\$ 232.39
% of Project Sold Out	64.20%
Property Management Occupancy	
Transient Occupancy	0
Room Nights Occupied	0
ADR	0
Total Condo Units	0
Hotel & Property Management	
Total Revenues	424,927
Total Operating Expenses	366,328
Net Operating Profit (Loss)	58,599
Total Undistributed Expenses	14,872
Total Owners Rental Commissions	16,541
Profit (Loss)	27,186

Exhibit A-1
To Cash Collateral
Stipulation for June 2010

Real Estate Sales	
Fractional Units Sold	0
Total Gross Sales	0
Total Costs & Commissions	0
Net Real Estate Profit (Loss)	0
Easy Street Partners	
HOA Dues	
Residential Dues	34,520
Commercial Dues	20,056
Total Dues	54,576
Administrative & General	
ESP Legal & Related	125,000
WLB Legal & Related	100,000
Professional Fees-BDRC monthly fee, travel, accounting	27,000
Professional Fees-Appraisal	22,970
Trustee Charges	5,500
Residential Condominium Property Taxes	
Rent & Other	
Total Administrative & General	280,470
Net ESP Expenses	335,046
Net Cash Available for Debt	(307,860)
Interest and Other Bank Payments	
West LB Adequate Protection Payment	34,000
Total Bank Payments	34,000
Net Cash After Bank Payments	(341,860)

Exhibit A-1
To Cash Collateral
Stipulation for June 2010

Easy Street Partners	
June 2010 Budget	
Hotel Operations	Jun-10
Hotel Occupancy	55.60%
Transient Occupancy	48.70%
Owner Occupancy	6.90%
Room Nights Occupied	550
ADR	\$ 232.39
% of Project Sold Out	64.20%
Property Management Occupancy	
Transient Occupancy	0
Room Nights Occupied	0
ADR	0
Total Condo Units	0
Revenue	
Hotel Rooms Revenue	125,038
Property Management Revenue	
F&B Revenue	204,929
Spa Revenue	54,160
Sky Club Memberships	30,800
Zoom Rental Revenue	10,000
Total Revenue	424,927
Expenses	
Rooms Division	85,070
Property Management	
Food & Beverage	182,889
Spa	42,589
Facilities	71,079
HOA Credit-Facilities	(51,305)
HOA Credit-Other	(20,574)
Sales & Marketing	56,505
Administration	27,365
Total Expenses	393,618
Net Operating Profit (Loss)	31,309
Management Fees	14,872
Resort Operating Profit (Loss)	16,437
Sky Lodge Owners Rental Commissions	16,541